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April 10, 1995

19359 + A

Interstate Commerce Commission
Attention: Mrs. Fort, Room 2303
12th & Constitution Ave. N.W.
Washington, D.C. 20423

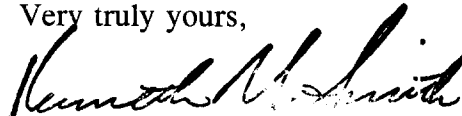
RE: **C. W. Brooks, Inc.**
7229 So. 85th E. Ave., Unit 200
Tulsa, Oklahoma 74133
UCC-1 FINANCING STATEMENT

APR 10 3 05 PM '95

APR 10 3 05 PM '95

Find enclosed an original and two copies of a UCC-1 Financing Statement, fully executed and notarized, and an original and two copies of a Security Agreement and Collateral Assignment of Leases and Rents, also fully executed, together with our firm check in the amount of \$42.00. After these documents have been recorded by your office, please return file-stamped copies of each to the undersigned in the enclosed self-addressed envelope. Thank you for your assistance.

Very truly yours,



Kenneth M. Smith
FOR THE FIRM

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/18/95

Office Of The Secretary

Kenneth M. Smith
Riggs, Abney, Neal, Turpen, Orbison
& Lewis
Frisco Building
502 West Sixth Street
Tulsa, Oklahoma 74119-1010

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/18/95 at 3:10PM , and assigned recordation number(s). 19359 and 19359-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100600007)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

STATE OF OKLAHOMA
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

"Debtor"

Secured Party"

1. C. W. BROOKS, INC.

7229 So. 85th E. Ave., Unit 200
Tulsa OK 74133

2. BANK OF OKLAHOMA,
NATIONAL ASSOCIATION
3237 South Peoria
Tulsa OK 74115

3. This financing statement covers the property described in Exhibit "A" attached hereto.

File with: Interstate Commerce Commission.

"Debtor"

"Secured Party"

C. W. BROOKS, INC.

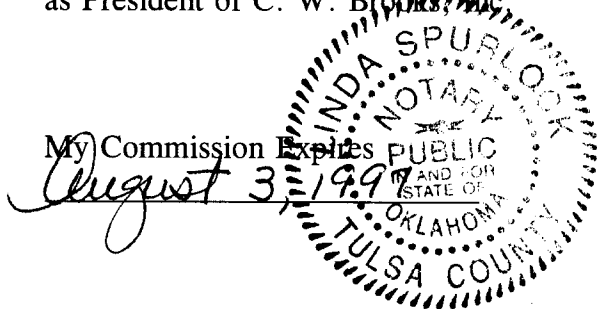
BANK OF OKLAHOMA, NATIONAL
ASSOCIATION

By Carroll W. Brooks
Carroll W. Brooks, President

By Edward E. Conn, Jr.
Edward E. Conn, Jr.,
Vice President

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

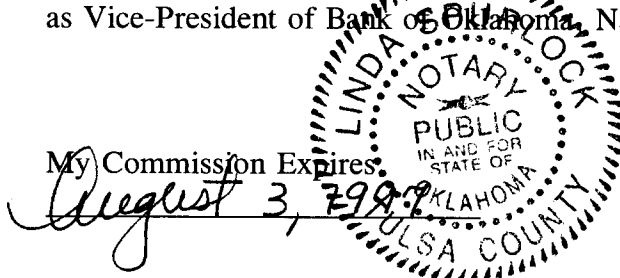
Subscribed and sworn to before me this 6th day of April, 1995, by Carroll W. Brooks,
as President of C. W. Brooks, Inc.



Linda Spurlock
Notary Public

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Subscribed and sworn to before me this 6th day of April, 1995, by Edward E. Conn, Jr.,
as Vice-President of Bank of Oklahoma, National Association.



Linda Spurlock
Notary Public

EXHIBIT "A"
TO UCC-1 FINANCING STATEMENT

A. "Rolling Stock" means (a) certain rail cars purchased by Debtor pursuant to the Purchase and Sale Agreement by and between Trinity Industrial Leasing Company ("Trinity") and Debtor, as purchaser ("Purchase Agreement"), more particularly described on Exhibit "A" hereto, together with (i) accessories attached thereto; (ii) chattel paper, documents of title, all leases, repurchase agreements, guaranty agreements and rental agreements relating thereto; and (iii) all proceeds thereof and therefrom whether arising out of the rental, lease, sale, or other disposition of such Rolling Stock, including all cash, accounts, chattel paper, general intangibles, notes and any other obligation or evidence of obligation to Debtor constituting such proceeds to the extent relating to the Rolling Stock.

B. "Leases" shall mean any lease of any Rolling Stock, which (i) must constitute a "true" lease and not a finance lease (ii) must not contain any purchase options in favor of the lessee, and (iii) must otherwise be in form and content satisfactory to Secured Party, together with all extensions, renewals and modifications thereto and any guaranties thereof.

SCHEDULE 1The Railcars

Seventy-five (75) 34,090 Gallon Capacity D.O.T.112J340W Railroad Tank Cars bearing Reporting Marks and Numbers:

TILX300000	TILX300028	TILX300061	TILX300087
TILX300001	TILX300033	TILX300062	TILX300090
TILX300002	TILX300034	TILX300063	TILX300092
TILX300003	TILX300038	TILX300065	TILX300096
TILX300005	TILX300039	TILX300066	TILX300097
TILX300007	TILX300040	TILX300067	TILX300099
TILX300008	TILX300041	TILX300068	TILX300101
TILX300009	TILX300042	TILX300069	TILX300103
TILX300011	TILX300046	TILX300070	TILX300104
TILX300012	TILX300047	TILX300071	TILX300105
TILX300013	TILX300048	TILX300072	TILX300106
TILX300014	TILX300049	TILX300074	TILX300107
TILX300016	TILX300050	TILX300076	TILX300108
TILX300017	TILX300051	TILX300077	TILX300109
TILX300018	TILX300052	TILX300078	TILX300110
TILX300019	TILX300054	TILX300079	TILX300117
TILX300021	TILX300056	TILX300082	TILX300118
TILX300023	TILX300057	TILX300084	TILX300119
TILX300026	TILX300058	TILX300086	